

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

AMENDED

SUPPLEMENTAL ORDER REGARDING

ELECTIONS, UNIT: V-3833

DOCKET NO. VGOB 98-0616-0671

(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

FINDINGS AND ORDER

1. This Amended Supplemental Order is entered by the Board *sua sponte* in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisor Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Amended Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on June 30, 1998, and recorded at Instrument #980003356 in the Office of the Clerk of the Circuit Court, Wise County, Virginia on July 6, 1998 (herein "Board Order") to complete the record regarding elections; and (2) amending the Supplemental Order previously issued by the Board for subject Docket on December 8, 1998, and recorded at Instrument #980006205 in the Office of the Clerk of the Circuit Court, Wise County, Virginia on December 14, 1998 (herein "Original Supplemental Order"). The Board pooled all interests in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached to the Original Supplemental Order as amended by those attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 *et seq.*, Virginia code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Equitable Resources Energy Company (herein the "Designated Operator") to mail copies of the Board Order and Original Supplemental Order to all Respondents whose interest, if any, were pooled by said Board Order;
 - (b) The Designated Operator filed its affidavit of mailing dated July 15, 1998, disclosing that it had made a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

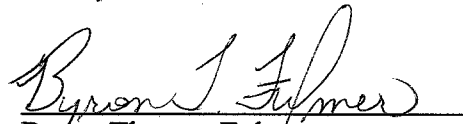
- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated August 24, 1998 as amended by the attached affidavit dated June 7, 1999, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election dated August 24, 1998, which was attached to and made a part of the Original Supplemental Order. Subsequent to entry of the Original Supplemental Order, the Unit Operator discovered an error in that Milton Soward, the gas owner in Tract 5, was shown as deemed-to-have leased when, in fact, Milton Soward elected to be a participating operator. This Amended Supplemental Order is being entered by the Board to correct said error. Therefore, the affidavit and the Statement of Interest which were attached to made a part of the Original Supplemental Order are deleted in toto and are replaced with the affidavit and the Statement of Interests attached hereto.
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Virginia Bank-Mountain Empire, P.O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Amended Supplemental Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth in paragraph 2 above and the annexed Affidavits, any funds subject to escrow. In accordance with the Original Supplemental Order, as amended by this Order, the Board instructed the Escrow Agent, First Virginia Bank-Mountain Empire, Trust Department, P.O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.

4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 14th day of June, 1999, by a majority of the Virginia Gas and Oil Board.

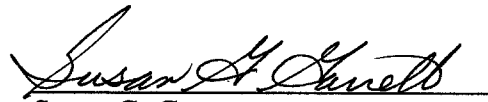

Chairman, Benny R. Wampler

DONE AND PERFORMED this 28th day of June, 1999, by Order of this Board.


Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

Acknowledged on this 28th day of June, 1999, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

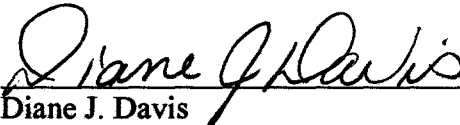

Susan G. Garrett
Notary Public

My commission expires July 31, 2002

000031 JUL-6 99

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 28th day of June, 1999, personally before me a notary public in and for the Commonwealth of Virginia, appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires September 30, 2001

VIRGINIA:***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Equitable Resources Energy Company, Eastern Region for Forced Pooling of Interests in Unit Number V-3833, VGOB Docket No. VGOB-98/0616-0671 in the Roberson Magisterial District of Wise County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 155 Shelby Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on June 30, 1998, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on July 6, 1998.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

<u>Tract</u>	<u>Name</u>
--------------	-------------

5	Milton Sowards, Participating Operator
---	--

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or

otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

The following revenue interests are **subject to escrow** provisions due to the owners being unknown or unlocatable.

<u>Tract</u>	<u>Name</u>	<u>Royalty Interest</u>
6	Dearl Kincer Heirs	10.845%x .125=.01355625

14	Armilda Sturgill Heirs	1.15%x .125= .0014375
----	------------------------	-----------------------

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

<u>Tract</u>	<u>Name</u>	<u>Lease Number</u>
9	Teddy Wayne Bolling Elizabeth Bolling	245371L 01
10	Roy L. Bolling Grace B. Bolling	245370L 01

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraphs 10 of the Order.

<u>Tract</u>	<u>Name</u>	<u>Cash Consideration</u>
6	Ruby Head, Widow	11.59Acres x \$5=\$57.95
	Dearl Kincer Heirs	11.59Acres x \$5=\$57.95 Subject to Escrow
8	Benjamin Hamilton & Patsy Hamilton	1.86 Acres x \$5=\$9.30
14	Armilda Sturgill Heirs	1.23 Acres x \$5=\$6.15 Subject to Escrow

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 7th day of June 1998.

James E. Kaiser
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Resources Energy Company, a corporation, on behalf of the corporation, this 7th day of June 1998.

My commission expires: July 31, 2001

Jamie E. Miller
Notary

EXHIBIT "B"
V-3833
VGOB 98-0616-0671

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
1	Red River Coal Company, Inc. Mr. Hank Ross P O Box 668 Norton, VA 24273	Leased - EREC 223142L	30.600000%	32.7000	0.03825000	RI
	Equitable Resources Energy Company				0.26775000	WI
Tract 1 Totals			30.600000%	32.7000	0.30600000	
2	Penn Virginia Corporation c/o Penn Virginia Resources Corp. 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased - EREC 223096L TK-1054	3.580000%	3.8200	0.00447500	RI
	Equitable Resources Energy Company				0.03132500	WI
Tract 2 Totals			3.580000%	3.8200	0.03580000	
3	Red River Coal Company, Inc. Mr. Hank Ross P O Box 668 Norton, VA 24273	Leased - EREC 223142L	2.570000%	2.7500	0.00321250	RI
	Equitable Resources Energy Company				0.02248750	WI
Tract 3 Totals			2.570000%	2.7500	0.02570000	
4	Penn Virginia Corporation c/o Penn Virginia Resources Corp. 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased - EREC 223096L TK-1052	9.700000%	10.3700	0.01212500	RI
	Equitable Resources Energy Company				0.08487500	WI
Tract 4 Totals			9.700000%	10.3700	0.09700000	

EXHIBIT "B"
V-3833
VGOB 98-0616-0671

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
5	Milton Sowards, Widower 304 Prince Street Salisbury, MD 21804-5927	Participating Operator	13.680000%	14.6200	0.13680000	WI
Tract 5 Totals			13.680000%	14.6200	0.13680000	
6	Ruby Head, Widow 11932 Longwood Drive Pensacola, FL 32507	Deemed Leased	10.845000%	11.5900	0.01355625	RI
	Dearl Kincer Heirs Address Unknown	Deemed Leased	10.845000%	11.5900	0.01355625	RI
	Equitable Resources Energy Company				0.18978750	WI
Tract 6 Totals			21.690000%	23.1800	0.21690000	
7	Voyne J. Sturgill, Single 6220 Ridgeview Avenue Baltimore, MD 21206-2449	Leased - EREC 245310L01	4.080000%	4.3600	0.00510000	RI
	Equitable Resources Energy Company				0.03570000	WI
Tract 7 Totals			4.080000%	4.3600	0.04080000	
8	Benjamin Hamilton & Patsy Hamilton, H/W 954 Cumberland Road Pound, VA 24279	Deemed Leased	1.740000%	1.8600	0.00217500	RI
	Equitable Resources Energy Company				0.01522500	WI
Tract 8 Totals			1.740000%	1.8600	0.01740000	

EXHIBIT "B"
V-3833
VGOB 98-0616-0671

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
9	Teddy Wayne Bolling & Elizabeth Bolling, H/W P. O. Box 884 Wise, VA 24293-0884	Leased-EREC 245371L01	0.300000%	0.3200	0.00037500	RI
	Equitable Resources Energy Company				0.00262500	WI
Tract 9 Totals			0.300000%	0.3200	0.00300000	
10	Roy L. Bolling & Grace B. Bolling, H/W 7667 Rocky Fork Road Wise, VA 24293	Leased-EREC 245370L01	2.190000%	2.3400	0.00273750	RI
	Equitable Resources Energy Company				0.01916250	WI
Tract 10 Totals			2.190000%	2.3400	0.02190000	
11	Red River Coal Company, Inc. Mr. Hank Ross P O Box 668 Norton, VA 24273	Leased - EREC 223142L	4.240000%	4.5300	0.00530000	RI
	Equitable Resources Energy Company				0.03710000	WI
Tract 11 Totals			4.240000%	4.5300	0.04240000	
12	Red River Coal Company, Inc. Mr. Hank Ross P O Box 668 Norton, VA 24273	Leased - EREC 223142L	2.120000%	2.2600	0.00265000	RI
	Equitable Resources Energy Company				0.01855000	WI
Tract 12 Totals			2.120000%	2.2600	0.02120000	

EXHIBIT "B"
V-3833
VGOB 98-0616-0671

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
13	Red River Coal Company, Inc. Mr. Hank Ross P O Box 668 Norton, VA 24273	Leased - EREC 223142L	2.360000%	2.5200	0.00295000	RI
	Equitable Resources Energy Company				0.02065000	WI
Tract 13 Totals			2.360000%	2.5200	0.02360000	
14	Armilda Sturgill Heirs Address Unknown	Deemed Leased	1.150000%	1.2300	0.00143750	RI
	Equitable Resources Energy Company				0.01006250	WI
Tract 14 Totals			1.150000%	1.2300	0.01150000	
TOTAL			100.000000%	106.8600	1.00000000	

INSTRUMENT #990003040
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
JULY 6, 1999 AT 01:03PM
J. JACK KENNEDY, JR., CLERK
BY: Renee M. Davis (DC)

COMMONWEALTH OF VIRGINIA



(1147-039 11/98)

OFFICIAL RECEIPT
WISE COUNTY CIRCUIT
DEED RECEIPT

DATE: 07/06/99 TIME: 13:05:53 ACCOUNT: 195CLR990003040 RECEIPT: 99000007101
CASHIER: RMD REG: WS06 TYPE: QDAR PAYMENT: FULL PAYMENT
INSTRUMENT : 990003040 BOOK: PAGE: RECORDED: 07/06/99 AT 13:03
GRANTOR: EQUITABLE RESOURCES ENERGY CO EX: N LOC: CD
GRANTEE: RED RIVER COAL CO INC EX: N PCT: 100%

AND ADDRESS :
RECEIVED OF : DEPT OF MINES MINERALS ENERGY

CHECK : \$21.00

DESCRIPTION 1: AMENDED ORDER

2:

CONSIDERATION:	.00	ASSUME/VAL:	.00	MAP:	
CODE DESCRIPTION		PAID	CODE DESCRIPTION	PAID	
301 DEEDS		20.00	145 VSLF	1.00	

TENDERED :	21.00
AMOUNT PAID:	21.00
CHANGE AMT :	.00

CLERK OF COURT: J. JACK KENNEDY, JR.

5935-1119-8227 ©1998, Moore North America. All rights reserved. 207